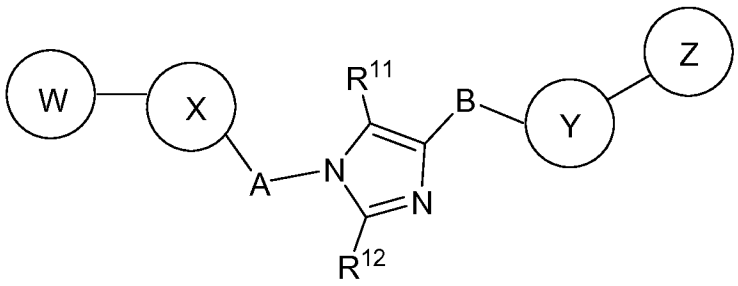
AMENDMENTS TO THE CLAIMS

Please amend the claims as follows. This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims:

Claims 1-32 (Canceled)

33. (New) A compound of the Formula (I):



(I)

wherein:

X is pyridyl;

Y is aryl;

X is optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, –OR^1, –NR^1R^2, –$C(=NR^1)NR^2R^3$, -$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -$C(=NR^1)R^2$, or -$C(=NOR^1)R^2$ substituents, wherein optionally two substituents are combined to form a cycloalkyl ring fused to X; wherein the –C_{1-6}alkyl substituent or cycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –$O(C_{0-6}$alkyl), –$O(C_{3-7}$cycloalkyl), –O(aryl), –$N(C_{0-6}$alkyl)(C_{0-6}alkyl), -$N(C_{0-6}$alkyl)(C_{3-7}cycloalkyl), or –$N(C_{0-6}$alkyl)(aryl) groups;

Y is optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^5, –NR^5R^6, -$C(=NR^5)NR^6R^7$, -$N(=NR^5)NR^6R^7$, –NR^5COR^6, -$NR^5CO_2R^6$, -$NR^5SO_2R^8$, –$NR^5CONR^6R^7$,–SR^8, -SOR^8, –SO_2R^8, –$SO_2NR^5R^6$, -COR^5, -CO_2R^5, –$CONR^5R^6$, -$C(=NR^5)R^6$, or -$C(=NOR^5)R^6$ substituents, wherein optionally two

substituents are combined to form a cycloalkyl ring fused to Y; wherein the $-C_{1-6}$alkyl substituent or cycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, $-C_{1-6}$alkyl, $-O(C_{0-6}alkyl)$, $-O(C_{3-7}cycloalkyl)$, –O(aryl), $-N(C_{0-6}alkyl)(C_{0-6}alkyl)$, $-N(C_{0-6}alkyl)(C_{3-7}cycloalkyl)$, or $-N(C_{0-6}alkyl)$(aryl) groups;

W is $-C_{3-7}$cycloalkyl or $-C_{0-6}$alkylaryl optionally substituted with 1-7 independent halogen, –CN, NO_2, $-C_{1-6}$alkyl, $-C_{1-6}$alkenyl, $-C_{1-6}$alkynyl, $-OR^1$, $-NR^1R^2$, $-C(=NR^1)NR^2R^3$, $-N(=NR^1)NR^2R^3$, $-NR^1COR^2$, $-NR^1CO_2R^2$, $-NR^1SO_2R^4$, $-NR^1CONR^2R^3$,$-SR^4$, $-SOR^4$, $-SO_2R^4$, $-SO_2NR^1R^2$, $-COR^1$, $-CO_2R^1$, $-CONR^1R^2$, $-C(=NR^1)R^2$, or $-C(=NOR^1)R^2$ substituents;

Z is $-C_{0-6}$alkylaryl or $-C_{0-6}$alkylheteroaryl optionally substituted with 1-7 independent halogen, –CN, NO_2, $-C_{1-6}$alkyl, $-C_{1-6}$alkenyl, $-C_{1-6}$alkynyl, $-OR^1$, $-NR^1R^2$, $-C(=NR^1)NR^2R^3$, $-N(=NR^1)NR^2R^3$, $-NR^1COR^2$, $-NR^1CO_2R^2$, $-NR^1SO_2R^4$, $-NR^1CONR^2R^3$,$-SR^4$, $-SOR^4$, $-SO_2R^4$, $-SO_2NR^1R^2$, $-COR^1$, $-CO_2R^1$, $-CONR^1R^2$, $-C(=NR^1)R^2$, or $-C(=NOR^1)R^2$ substituents;

one of W and Z is optionally absent;

A is $-C_{0-4}$alkyl, $-C_{0-2}$alkyl–SO–C_{0-2}alkyl–, $-C_{0-2}$alkyl–SO_2–C_{0-2}alkyl–, $-C_{0-2}$alkyl–CO–C_{0-2}alkyl–, $-C_{0-2}$alkyl–NR^9CO–C_{0-2}alkyl–, or $-C_{0-2}$alkyl–NR^9SO_2–C_{0-2}alkyl–;

B is $-C_{0-4}$alkyl, $-C_{0-2}$alkyl–SO–C_{0-2}alkyl–, $-C_{0-2}$alkyl–SO_2–C_{0-2}alkyl–, $-C_{0-2}$alkyl–CO–C_{0-2}alkyl–, $-C_{0-2}$alkyl–NR^{10}CO–C_{0-2}alkyl–, or $-C_{0-2}$alkyl–$NR^{10}SO_2$–C_{0-2}alkyl–;

R^1, R^2, and R^3 each independently is $-C_{0-6}$alkyl, $-C_{3-7}$cycloalkyl, or aryl; any of which is optionally substituted with 1-5 independent halogen, –CN, $-C_{1-6}$alkyl, $-O(C_{0-6}alkyl)$, $-O(C_{3-7}cycloalkyl)$, –O(aryl), $-N(C_{0-6}alkyl)(C_{0-6}alkyl)$, $-N(C_{0-6}alkyl)(C_{3-7}cycloalkyl)$, $-N(C_{0-6}alkyl)$(aryl) substituents;

R^4 is $-C_{1-6}$alkyl, $-C_{3-7}$cycloalkyl, or aryl; optionally substituted with 1-5 independent halogen, –CN, $-C_{1-6}$alkyl, $-O(C_{0-6}alkyl)$, $-O(C_{3-7}cycloalkyl)$, -O(aryl), $-N(C_{0-6}alkyl)(C_{0-6}alkyl)$, $-N(C_{0-6}alkyl)(C_{3-7}cycloalkyl)$, $-N(C_{0-6}alkyl)$(aryl) substituents;

R^5, R^6, and R^7 each independently is $-C_{0-6}$alkyl, $-C_{3-7}$cycloalkyl, or aryl; any of which is optionally substituted with 1-5 independent halogen, –CN, $-C_{1-6}$alkyl, $-O(C_{0-6}alkyl)$, $-O(C_{3-7}cycloalkyl)$, –O(aryl), $-N(C_{0-6}alkyl)(C_{0-6}alkyl)$, $-N(C_{0-6}alkyl)(C_{3-7}cycloalkyl)$, $-N(C_{0-6}alkyl)$(aryl) substituents;

R^8 is $-C_{1-6}$alkyl, $-C_{3-7}$cycloalkyl, or aryl; optionally substituted with 1-5 independent halogen, –CN, $-C_{1-6}$alkyl, $-O(C_{0-6}alkyl)$, $-O(C_{3-7}cycloalkyl)$, -O(aryl), $-N(C_{0-6}alkyl)(C_{0-6}alkyl)$, $-N(C_{0-6}alkyl)(C_{3-7}cycloalkyl)$, $-N(C_{0-6}alkyl)$(aryl) substituents;

R^9 and R^{10} each independently is $-C_{0-6}$alkyl, $-C_{3-7}$cycloalkyl, or aryl; any of which is optionally substituted with 1-5 independent halogen, –CN, $-C_{1-6}$alkyl, $-O(C_{0-6}$alkyl), $-O(C_{3-7}$cycloalkyl), –O(aryl), $-N(C_{0-6}$alkyl)(C_{0-6}alkyl), $-N(C_{0-6}$alkyl)(C_{3-7}cycloalkyl), $-N(C_{0-6}$alkyl)(aryl) substituents;

R^{11} and R^{12} is each independently halogen, $-C_{0-6}$alkyl, $-C_{0-6}$alkoxyl, =O, $=N(C_{0-4}$alkyl),or $-N(C_{0-4}$alkyl)(C_{0-4}alkyl); and

any alkyl optionally substituted with 1-5 independent halogen substituents, and any N may be an N-oxide;
or a pharmaceutically acceptable salt thereof.

34. (New) The compound of Claim 33 wherein:

X is 2-pyridyl, which is optionally substituted with 1-4 independent halogen, -CN, NO_2, $-C_{1-6}$alkyl, $-C_{1-6}$alkenyl, $-C_{1-6}$alkynyl, $-OR^1$, $-NR^1R^2$, $-C(=NR^1)NR^2R^3$, $-N(=NR^1)NR^2R^3$, $-NR^1COR^2$, $-NR^1CO_2R^2$, $-NR^1SO_2R^4$, $-NR^1CONR^2R^3$,$-SR^4$, $-SOR^4$, $-SO_2R^4$, $-SO_2NR^1R^2$, $-COR^1$, $-CO_2R^1$, $-CONR^1R^2$, $-C(=NR^1)R^2$, or $-C(=NOR^1)R^2$ substituents, wherein optionally two substituents are combined to form a cycloalkyl ring fused to X; wherein the $-C_{1-6}$alkyl substituent or cycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, $-C_{1-6}$alkyl, $-O(C_{0-6}$alkyl), $-O(C_{3-7}$cycloalkyl), –O(aryl), $-N(C_{0-6}$alkyl)(C_{0-6}alkyl), $-N(C_{0-6}$alkyl)(C_{3-7}cycloalkyl), or $-N(C_{0-6}$alkyl)(aryl) groups.

35. (New) The compound of Claim 34 wherein:

Y is phenyl, which is optionally substituted with 1-5 independent halogen, –CN, NO_2, $-C_{1-6}$alkyl, $-C_{1-6}$alkenyl, $-C_{1-6}$alkynyl, $-OR^5$, $-NR^5R^6$, $-C(=NR^5)NR^6R^7$, $-N(=NR^5)NR^6R^7$, $-NR^5COR^6$, $-NR^5CO_2R^6$, $-NR^5SO_2R^8$, $-NR^5CONR^6R^7$,$-SR^8$, $-SOR^8$, $-SO_2R^8$, $-SO_2NR^5R^6$, $-COR^5$, $-CO_2R^5$, $-CONR^5R^6$, $-C(=NR^5)R^6$, or $-C(=NOR^5)R^6$ substituents, wherein optionally two substituents are combined to form a cycloalkyl ring fused to Y; wherein the $-C_{1-6}$alkyl substituent or cycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, $-C_{1-6}$alkyl, $-O(C_{0-6}$alkyl), $-O(C_{3-7}$cycloalkyl), –O(aryl), $-N(C_{0-6}$alkyl)(C_{0-6}alkyl), $-N(C_{0-6}$alkyl)(C_{3-7}cycloalkyl), or $-N(C_{0-6}$alkyl)(aryl) groups.

36. (New) The compound of Claim 33 wherein:

Z is $-C_{0-6}$alkylaryl, or $-C_{0-6}$alkylheteroaryl optionally substituted with 1-7 independent halogen, –CN, NO_2, $-C_{1-6}$alkyl, $-C_{1-6}$alkenyl, $-C_{1-6}$alkynyl, $-OR^1$, $-NR^1R^2$, $-C(=NR^1)NR^2R^3$, $-N(=NR^1)NR^2R^3$, $-NR^1COR^2$, $-NR^1CO_2R^2$, $-NR^1SO_2R^4$,

–$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -$C(=NR^1)R^2$, or –$C(=NOR^1)R^2$ substituents.

37. (New) The compound of Claim 33 wherein:

W is –C_{0-6}alkylaryl optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^1, –NR^1R^2, –$C(=NR^1)NR^2R^3$, –$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -$C(=NR^1)R^2$, or –$C(=NOR^1)R^2$ substituents.

38. (New) The compound of Claim 35 wherein:

Z is –C_{0-6}alkylaryl, or –C_{0-6}alkylheteroaryl optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^1, –NR^1R^2, –$C(=NR^1)NR^2R^3$, –$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -$C(=NR^1)R^2$, or –$C(=NOR^1)R^2$ substituents.

39. (New) The compound of Claim 35 wherein:

W is –C_{0-6}alkylaryl optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^1, –NR^1R^2, –$C(=NR^1)NR^2R^3$, –$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -$C(=NR^1)R^2$, or –$C(=NOR^1)R^2$ substituents.

40. (New) The compound of Claim 35 wherein W is absent.

41. (New) A compound which is selected from the group consisting of:

2-[4-(4-pyridin-3-ylphenyl)-1H-imidazol-1-yl]pyridine;

1-[3-(1-pyridin-2-yl-1H-imidazol-4-yl)phenyl]-1H-pyrrolo[2,3-c]pyridine;

2-[4-(3-pyridin-3-ylphenyl)-1H-imidazol-1-yl]pyridine;

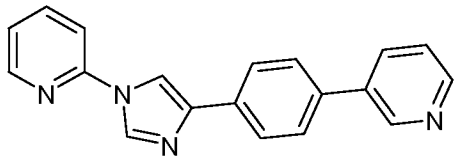
2-[2-fluoro-4-(4-pyridin-2-yl-1H-imidazol-1-yl)phenyl]pyridine;

2-[1-(3-methyl-5-pyridin-3-ylphenyl)-1H-imidazol-4-yl]pyridine;

3'-methyl-5'-(4-pyridin-2-yl-1H-imidazol-1-yl)-1,1'-biphenyl-2-carbonitrile

or a pharmaceutically acceptable salt thereof.

42. (New) A compound which is selected from the group consisting of: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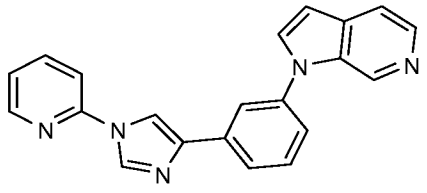
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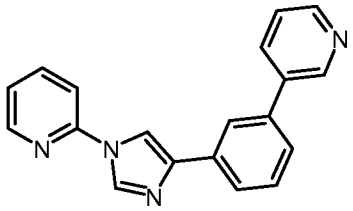
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or a pharmaceutically acceptable salt thereof.

43. (New) A pharmaceutical composition comprising the compound of Claim 33, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

44. (New) A pharmaceutical composition comprising the compound of Claim 41, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

45. (New) A pharmaceutical composition comprising the compound of Claim 42, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.